EC 1972 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 5-02)

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

http://www.sec.gov/divisions/corpfin/forms/formd.htm

OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per response... 1

SEC USE ONLY								
Prefix		Serial						
DAT	E RECEI	VED						

	PROCESSE [®]
Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)	AUG 0 \$4-2004 THOMSON
Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [] Rule 506 [] Section 4(6) [] ULG	_
Type of Filing: [] Amendment	
A. BASIC IDENTIFICATION DATA	04038643 —
Enter the information requested about the issuer	U4U30043
Name of Issuer ([] check if this is an amendment and name has changed, and indiciate change.)	
	per (Including Area Code)
4800 NW 15th AVENUE BAY 1-A, Ft. LAUDERDALE FL 33309 (954) 5	78 - 7997
· · · · · · · · · · · · · · · · · · ·	mber (Including Area
Brief Description of Business	
Distribution of Non-ALCOHOLIC BEVERAGES	^
	<i>I</i> **

ype of Business Organization
√] corporation [] limited partnership, already formed [] other (please specify):] business trust [] limited partnership, to be formed
Month Year
urisdiction of Incorporation or Organization: [6]2] [9]9] [X] Actual [] Estimated urisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [N][V]
ENERAL INSTRUCTIONS
ederal:
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 ⊃FR 230.501 et seq. or 15 U.S.C. 77d(6).
When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address give selow or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or sertified mail to that address.
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies neanually signed must be photocopies of manually signed copy or bear typed or printed signatures.
Information Required: A new filing must contain all information requested. Amendments need only report the name of the issues and offering, any changes thereto, the information requested in Part C, and any material changes from the information previous supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.
Filing Fee: There is no federal filing fee.
State:
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.
A. BASIC IDENTIFICATION DATA
2. Enter the information requested for the following:
 Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

• Each general and managing partner of partnership issuers.

heck Box(es) that pply:	[] Promoter 💢 Beneficial Owner	[] Executive Officer		
الر Name (Last name	e first, if individual)			
FARNSLOORTH	THEODORÉ			
usiness or Residenc	e Address (Number and Street,	City, State, Zip Code)	
4800 NW 1575	AVENUE , BAY 1-A Ft.	LAVOERDALE, FL	33309	
tpply:	[] Promoter [🖈 Beneficial Owner	★ Executive Officer	[X] Director [] General and/or Managing Partner	
PEARRING J				
ull Name (Last name	•	,	C: 010 0	
	AVENUE BAY 1-A			
susiness or Residenc	e Address (Number and Street,	City, State, Zip Code)	
Check Box(es) that Apply: Willson BARRY	[]Promoter [Ⅺ Beneficial Owner	[刘 Executive Officer	[★ Director [] General and/or Managing Partner	
ull Name (Last name				
4800 NW 85	E AVENUE, BAY 1-A	A. LANDEROK	NE FL 33309	
	ee Address (Number and Street,			
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner	
Full Name (Last name	e first, if individual)			
Business or Residenc	ce Address (Number and Street,	City, State, Zip Code	B)	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner	
Full Name (Last name	e first, if individual)			
Business or Residence	ce Address (Number and Street,	City, State, Zip Cod	e)	<u> </u>
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner	

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aneck (Box(es) tha	t []Pro	moter []	Beneficia Owner	al	[] Exec		[] D	irector [) Genera Manag Partne	ing	or	
ull Nar	ne (Last na	me first, if i	ndividual)									
usines	s or Reside	nce Addres	s (Numb	er and St	reet, C	ity, State	, Zip Cod	de)					
		(Use bla	nk shee	t, or copy	/ and ι	ise addii	tional co	pies of t	this she	et, as ne	cessa	ury.)	
				B. 1	NFOR	MATION	ABOUT	OFFER	ING				
	the issuer s ı?	old, or does	s the issu	uer intend	to sell,	to non-a	accredited	d investo	rs in this	Ye [_	o ≺]	
_		Ansv	ver also i	in Append	lix, Col	umn 2, if	filing und	der ULO	Ξ.	•		•	
. Wha	t is the mini	mum inves	ment tha	at will be a	accepte	d from a	ny individ	dual?		\$ <u>_</u>	50,000	<u>) </u>	
	s the offering			•	•					Ye [>		0	
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Ill Name (Last name first, if individual)

∃me	of Assoc	ciated B	roker or	Dealer								
ates	in Whic	h Perso	n Listed	Has So	licited or	Intends	to Solici	t Purchas	sers			
Che	ck "All	States'	or che	eck ind	ividual	States))]] All S	tates
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ull Na	ime (La	st name	first, if i	ndividua	1)							
usine	ss or Re	esidence	e Addres	ss (Num	ber and	Street, C	ity, State	e, Zip Co	de)			
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		C.	OFFER	ING PRI	CE, NUI	MBER O	F INVES	STORS, I	EXPENS	ES AND	USE OF	PROCEEDS
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F	Other (S	pecify						<i></i> /·	Ψ		_	

2. Enter the number of accredited and non-accredited investors who

amber of persons who have purchased securities and the aggregate ollar amount of their purchases on the total lines. Enter "0" if answer is		
ione" or "zero."	Number	Aggregate Dollar Amount
A none different language to an	Investors	of Purchases
Accredited Investors		<u>\$</u> 0
Non-accredited Investors		\$0
Total (for filings under Rule 504 only)		\$
Answer also in Appendix, Column 4, if filing under ULOE.		
. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in fferings of the types indicated, the twelve (12) months prior to the first ale of securities in this offering. Classify securities by type listed in Part 2-Question 1.		
Type of offering	Type of Securi	ity Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$
solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure s not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees	******	[X]\$_1.000
Printing and Engraving Costs		[X]\$ 2.000
Legal Fees		[X]\$ 45.000
Accounting Fees		X \$ 10 000
Engineering Fees		[]\$
Sales Commissions (specify finders' fees separately)		X]\$ 400,000
Other Expenses (identify) <u>expenses</u>		M\$ 120,000
Total		× 578 100
 b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question difference is the "adjusted gross proceeds to the issuer."		\$ 3,422,000
5. Indicate below the amount of the adjusted gross proceeds to the issue proposed to be used for each of the purposes shown. If the amount for a purpose is not known, furnish an estimate and check the box to the left o estimate. The total of the payments listed must equal the adjusted gross to the issuer set forth in response to Part C - Question 4.b above.	ny f the	
	Pavm	nents to
	Office	

eve purchased securities in this offering and the aggregate dollar mounts of their purchases. For offerings under Rule 504, indicate the

Directors, & To

		Affiliates	Others	
Salaries and fees		\$ <u>200,000</u>	\$ 900,000	
Purchase of real estate		[]	[]	
Purchase, rental or leasing and installation of machine and equipment		[] \$	\$ \$50,000	
Construction or leasing of plant buildings and facilities	5	[] \$	\$ 200,000	
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issue pursuant to a merger)	n er	[]	[]	
Repayment of indebtedness		\$ 120,000	\$ 400,000_	
Working capital		[] \$	8 1552,000	
Other (specify):		[]	[]	
	-	[]	[]	
Column Totals			[]	
Total Payments Listed (column totals added)			\$3,102,000	
		1800 _{70, 1} 11, 1800, ,		
D. FED	ERAL SIGNATURE			
ne issuer has duly caused this notice to be signed by the 05, the following signature constitutes an undertaking by foon written request of its staff, the information furnished by of Rule 502.	the issuer to furnish to	the U.S. Sec	urities and Exchan	ge Commission,
ssuer (Print or Type)	goature NN N	Dat	e 7	
XSTREAM BEVERAGE GROWN	Lang All	17. mark	2864	
Name of Signer (Print or Type) Tit	tle of Signer (Print or			
BARRY H. WILSON	VICE CAPARA	IAN		
	ATTENTION			 1
Intentional misstatements or omissions	ATTENTION of fact constitute fe	deral crimina	l violations. (See	18
	U.S.C. 1001.)			
E. STA	ATE SIGNATURE			
I. Is any party described in 17 CFR 230.262 presently sub	piect to any of the disc	qualification		

ovisions of such	Yes No
See Appendix, Column 5, for state response.	UN

The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is led, a notice on Form D (17 CFR 239,500) at such times as required by state law.

- . The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information irnished by the issuer to offerees.
- . The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to be Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the suer claiming the availability of this exemption has the burden of establishing that these conditions have been atisfied.

he issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on s behalf by the undersigned duly authorized person.

	Signature	Date
XSTREAM BEVERAGE GROUP INC	Sangellyfood	7/28/04
Name of Signer (Print or Type)	Title (Print or Type)	
BARRY HWILLOW	VICE CHAIR	HAZY 1

'nstruction:

'rint the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the nanually signed copy or bear typed or printed signatures.

APPENDIX

1	2 3							5		
i i							Disqualification			
			Type of	security				under State ULOE		
	intend to			gregate					(if yes, a	
]	to non-acc			g price			investor and		explanat	
	investors			in state	an		rchased in State		waiver granted) (Part E-Item 1)	
	(Part B-I	tem 1)	(Part C	-Item 1)		(Part	C-Item 2)		(Part E-I	(em 1)
					Number of		Number of			1
					Accredited		Non-Accredited			N1-
State	Yes	No			Investors	Amount	Investors	Amount	Yes	No
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AK									!	
AZ										
AR										
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ttp://www.sec.gov/divisions/corpfin/forms/formd.htm ast update: 06/06/2002